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A PROFESSIONAL CORPORATION  
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RECORDATION NO. 16809-14  
FILED 1429

MAR 23 1990 -2 12 PM

March 9, 1990

0-032A041

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 16809  
FILED 1425

MAR 23 1990 -2 12 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission  
ATTN: Mrs. Mildred Lee  
Room 2303  
12th & Constitution Avenue, N.W.  
Washington, DC 20423

RE: Texas Southern Railroad, Inc.

Dear Mrs. Lee:

Enclosed are two copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The primary document is an Assignment of Security Agreement, dated March 5, 1990. The names and addresses of the parties to the document are as follows:

Mortgagor:	Texas Southern Railroad, Inc. P. O. Box 5752 San Antonio, Texas 78201
Assignor:	Fidelity Bank, N.A. P. O. Box 101508 San Antonio, Texas 78201-9508
Assignee:	Transcisco Industries, Inc. 555 California Street, Suite 2420 San Francisco, California 94104

Also, the equipment covered by the document is described as follows:

TS 100 (ex-USS 723A) F7-A unit EMD Locomotive, Built 6/52,  
Serial No. 16595

TS 101 (ex-USS 723B) F7-B unit EMD Locomotive, Built 2/53,  
Serial No. 17913

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Interstate Commerce Commission  
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TS 102 (ex-USS 724A) F7-A unit EMD Locomotive, Built 6/52,  
Serial No. 16596

TS 103 (ex-USS 724B) F7-B unit EMD Locomotive, Built 2/53,  
Serial No. 17914

TS 104 (ex-USS 726A) F7-A unit EMD Locomotive, Built 2/53,  
Serial No. 17910

TS 105 (ex-USS 726B) F7-B unit EMD Locomotive, Built 2/53,  
Serial No. 17920

TS 107 (ex-USS 712B) F7-B unit EMD Locomotive, Built 3/51,  
Serial No. 13689

Ex-ATSF 3118, Budd 1938, Lot 999B, Bar 46-seat Lounge  
Passenger Car

Ex-SF 1388, Budd 1941, Lot 96907, Bar 48-seat Lounge,  
Newstand, Nurse Room

Ex-SF 1389, Budd 1941, Lot 96907, Bar 48-seat Lounge,  
Newstand, Nurse Room

Ex-NYC 406, Budd 1947, Lot 9610-023, 68-seat Diner Table Car  
Amtrak 9545 (ex-BN 4730) Budd 1947, Lot 9846-015 California  
Zephyr 52-seat Dome Coach

EX-IC 4128, Pullman Standard 1950, Plan 7605, 68-seat Dining  
Car

EX-IC 4128A, Pullman Standard 1950, Plan 7607, Kitchen  
Dormitory

Ex-RI 855, Budd 1953, Lot 9605-136, Baggage Car

and all appurtenances pertaining to said locomotives or  
cars.

A short summary of the document to appear in the index  
follows:

Assignment and Transfer of Note and Liens between Federal  
Deposit Insurance Corporation as Receiver for Fidelity Bank,  
N.A., P. O. Box 101508, San Antonio, Texas 78201-9508 and

MATTHEWS & BRANSCOMB

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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Transcisco Industries, Inc., 555 California Street, Suite 2420, San Francisco, California 94104, dated March 5, 1990, and covering the following railroad cars owned by Texas Southern Railroad, Inc. (List cars described above)

In addition, please find a Security Agreement, dated March 5, 1990, the names and addresses of the parties to the document are as follows:

Mortgagor: Texas Southern Railroad, Inc.  
P. O. Box 5752  
San Antonio, Texas 78201

Mortgagee: Transcisco Industries, Inc.  
555 California Street, Suite 2420  
San Francisco, California 94104

Equipment covered by the document is described as follows:

TS 100 (ex-USS 723A) F7-A unit EMD Locomotive, Built 6/52,  
Serial No. 16595

TS 101 (ex-USS 723B) F7-B unit EMD Locomotive, Built 2/53,  
Serial No. 17913

TS 102 (ex-USS 724A) F7-A unit EMD Locomotive, Built 6/52,  
Serial No. 16596

TS 103 (ex-USS 724B) F7-B unit EMD Locomotive, Built 2/53,  
Serial No. 17914

TS 104 (ex-USS 726A) F7-A unit EMD Locomotive, Built 2/53,  
Serial No. 17910

TS 105 (ex-USS 726B) F7-B unit EMD Locomotive, Built 2/53,  
Serial No. 17920

TS 107 (ex-USS 712B) F7-B unit EMD Locomotive, Built 3/51,  
Serial No. 13689

Ex-ATSF 3118, Budd 1938, Lot 999B, Bar 46-seat Lounge  
Passenger Car

Ex-SF 1388, Budd 1941, Lot 96907, Bar 48-seat Lounge,  
Newstand, Nurse Room

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Ex-SF 1389, Budd 1941, Lot 96907, Bar 48-seat Lounge,  
Newstand, Nurse Room

Ex-NYC 406, Budd 1947, Lot 9610-023, 68-seat Diner Table Car  
Amtrak 9545 (ex-BN 4730) Budd 1947, Lot 9846-015 California  
Zephyr 52-seat Dome Coach

EX-IC 4128, Pullman Standard 1950, Plan 7605, 68-seat Dining  
Car

EX-IC 4128A, Pullman Standard 1950, Plan 7607, Kitchen  
Dormitory

Ex-RI 855, Budd 1953, Lot 9605-136, Baggage Car

and all appurtenances pertaining to said locomotives or  
cars.

A short summary of the document to appear in the index follows:

Security Agreement between Texas Southern Railroad, Inc.,  
P. O. Box 5752, San Antonio, Texas 78201 and Transcisco  
Industries, Inc., 555 California Street, Suite 2420, San  
Francisco, California 94104, dated March 5, 1990, and  
covering the following railroad cars: (List cars described  
above)

Also, a fee of \$100.00 is enclosed for recordation of one of  
the enclosed Assignments and original Security Agreement as  
primary documents. Please return the other copy of the  
Assignment and Security Agreement with recording verification to  
Transcisco Industries, Inc., 555 California Street, Suite 2420,  
San Francisco, California 94104, Attention: Timothy P. Carlson.

Thank you for your assistance in this matter, if you have  
any questions or further requirements, please let me know.

Sincerely,

MATTHEWS & BRANSCOMB  
A Professional Corporation

  
Julie A. Koppenheffer

50JBKde:rk  
Enclosures  
cc: Phyllis Valencia

~~Timothy P. Carlson~~  
~~of Transcisco Ind., Co.~~

~~sent copy of security~~

16809/A

RECORDATION NO. \_\_\_\_\_ FILED 1625

MAR 23 1990 -2 02 PM

ASSIGNMENT AND TRANSFER OF NOTE AND LIENS

INTERSTATE COMMERCE COMMISSION

STATE OF TEXAS       §  
                              §  
COUNTY OF BEXAR     §

That the Federal Deposit Insurance Corporation as receiver for Fidelity Bank, N.A., having its principal office at P. O. Box 101508, San Antonio, Texas 78201-9508 ("Assignor"), being the Lender named in that certain promissory note further described below, for and in consideration of the sum of One Hundred Seventy Six Thousand Sixty Nine and 78/100 DOLLARS (\$176,069.78) in lawful money paid by Transcisco Industries, Inc., having its principal office at 555 California Street, Suite 2420, San Francisco, California 94104 ("Assignee"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, negotiate, endorse, transfer and set over unto the said Assignee, its successors and assigns, all that certain Promissory Note ("Note"), given and executed by Texas Southern Railroad, a Texas corporation ("Borrower"), as Borrower to Assignor, as Lender in the original principal amount of \$225,000.00 dated November 21, 1988, and the liens and security interest of Assignor as Secured Party in that Security Agreement dated August 18, 1988 ("Security Agreement"), between Secured Party and Debtor filed with the Interstate Commerce Commission on August 19, 1988, filing number 15789, covering the property described on Exhibit "A" attached hereto and incorporated herein for all purposes ("Collateral"), and all right, title, interest, property, claim and demand, in and to the same (collectively herein referred to as the "Loan"). The Note, the Security Agreement, the UCC-1 filed by Assignor and Borrower to evidence Borrower's security interest in the Collateral, and all other documents executed in connection therewith are herein referred to as the "Loan Documents".

TO HAVE, HOLD, RECEIVE AND TAKE, all and singular the hereditaments and premises hereby granted and assigned, or mentioned and intended so to be, with the appurtenances unto Assignee, its successors and assigns, forever, so that neither Assignor nor anyone else shall claim the Note and security interest of Assignor in the Collateral or any part thereof, and Assignor shall accordingly forever protect and defend Assignee's right and title to the Note and security interest in the Collateral transferred herein.

In connection with this Assignment, Assignor hereby covenants and agrees with, and represents and warrants to Assignee as follows:

(1) Assignor has the right, power, legal capacity, and authority to execute and deliver this Assignment, and to consummate the transactions contemplated by this Assignment. This Assignment has been duly and validly executed and delivered by Assignor, constitutes a valid, legal and binding agreement of Assignor and is enforceable against Assignor in accordance with its terms. No approval of any person or entity is required for the execution of this Assignment by Assignor.

(2) The execution, delivery and performance of this Assignment and the endorsement and delivery of the Note do not and will not contravene or violate any order, writ, judgment, injunction, decree, determination, or award presently in effect and applicable to Assignor, or result in a breach of, or constitute a default under any indenture or any loan, credit or other agreement to which Assignor is a party or by which Assignor or its property may be bound or affected, and will not operate to affect the validity of or priority of the liens and security interests created under the Security Agreement.

The representations, warranties and covenants of Assignor set forth herein shall survive the closing of this transfer, and Assignor shall be obligated after the date hereof to cure any breach or untruth of any such representation, warranty or covenant of which Assignee gives Assignor written notice after the date hereof.

5<sup>th</sup> IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this day of March, 1990.

Federal Deposit Insurance Corporation  
as Receiver for FIDELITY BANK, N.A.

(CORPORATE SEAL)

By:

Jeffrey C. Conwell  
Attorney-in-Fact

Attest: Joyce L. Torney

AGREED AND CONSENTED TO BY:

TEXAS SOUTHERN RAILROAD, INC.

By:

Name:

Title:

George Pierce  
GEORGE PIERCE  
President

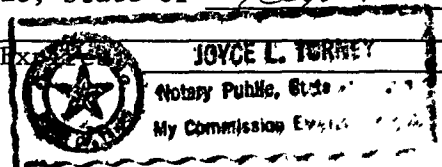
STATE OF Texas §

COUNTY OF Bexar §

On this, the 5<sup>th</sup> day of March, 1990, before me, JOYCE L. TORNEY the undersigned officer, personally appeared Jeffrey C. Conwell who acknowledged himself to be the attorney-in-fact of Federal Deposit Insurance Corporation as receiver for Fidelity Bank, N.A., a national banking association, and that he as such attorney-in-fact, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as attorney-in-fact.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Joyce L. Torney  
Notary Public, State of Texas  
Name:  
Commission Expires



STATE OF TEXAS       §  
                              §  
COUNTY OF Bert     §

This instrument was acknowledged before me on the 5th day of March, 1990,  
by George Reece, President of Texas  
Southern Railroad, Inc., a TEXAS corporation, on behalf of said  
corporation.

Georgina Yorst  
Notary Public, State of Texas  
Name: Georgina Yorst  
Commission Expires: 7/29/91

The address of the within named Assignee is:

Transcisco Industries, Inc.  
555 California Street, Suite 2420  
San Francisco, California 94104  
Attention: Timothy P. Carlson

50JBK1739c:rk  
3/5/90-2



EXHIBIT "A"

TS 100 (ex-USS 723A) F7-A unit EMD Locomotive, Built 6/52, Serial No. 16595

TS 101 (ex-USS 723B) F7-B unit EMD Locomotive, Built 2/53, Serial No. 17913

TS 102 (ex-USS 724A) F7-A unit EMD Locomotive, Built 6/52, Serial No. 16596

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TS 104 (ex-USS 726A) F7-A unit EMD Locomotive, Built 2/53, Serial No. 17910

TS 105 (ex-USS 726B) F7-B unit EMD Locomotive, Built 2/53, Serial No. 17920

TS 107 (ex-USS 712B) F7-B unit EMD Locomotive, Built 3/51, Serial No. 13689

Ex-ATSF 3118, Budd 1938, Lot 999B, Bar 46-seat Lounge Passenger Car

Ex-SF 1388, Budd 1941, Lot 96907, Bar 48-seat Lounge, Newstand, Nurse Room

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Ex-NYC 406, Budd 1947, Lot 9610-023, 68-seat Diner Table Car Amtrak 9545 (ex-BN 4730) Budd 1947, Lot 9846-015 California Zephyr 52-seat Dome Coach

EX-IC 4128, Pullman Standard 1950, Plan 7605, 68-seat Dining Car

EX-IC 4128A, Pullman Standard 1950, Plan 7607, Kitchen Dormitory

Ex-RI 855, Budd 1953, Lot 9605-136, Baggage Car

and all appurtenances pertaining to said locomotives or cars.